

EXHIBIT 28

Jeff Pratt </O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=ED5A49A192414BD3B509D2DE6089BDFB-JPRATT>

Sent: Thursday, March 2, 2023 2:13 PM

To: John Warren <jw@gemmining.com>

Cc: Joe Poore <joe.poore@gemmining.com>

Subject: RE: [External]Hosting Update - GEM 1 and GEM 4

John & Joe,

Thank you for your time today. First, we cannot continue to operate at the current contractual rates and will ask the court to terminate the orders if we cannot come to a mutually agreeable way forward. A court motion would be filed in March and a termination plan then set for April, exact dates not fully predictable but by end of April, we would be working together on a return of your units.

Second, here is the best that I can do and I hope you will decide to stay with us.

- **GEM 1**
 - We would prefer to mutually agree to a new month to month agreement as follows:
 - Effective April 1
 - Month to Month with 60 day notice cancellation by either party
 - Rate 5.95c per KwH
 - Infra Fee of \$33/unit per month
 - Effective Rate calculated to be 7.4%
 - Units in Grand Forks, North Dakota will be moving to Calvert City, Kentucky between April and June.
 - Units in Marble, North Carolina have been moved to Dalton, Georgia
 - Units in Dalton, Georgia will be staying in Dalton, Georgia
 - Units in Denton, Texas, will be staying in Denton, Texas
 - Total Units = 7,354 on Order 8, October, November, December and January batches
 - **No other changes to existing agreement**
- **GEM 4**
 - We would prefer to mutually agree to a new month to month agreement as follows:
 - Effective April 1
 - Month to Month with 60 day notice cancellation by either party
 - Rate 5.95c per KwH
 - Infra Fee of \$33/unit per month
 - Effective Rate calculated to be 7.4%
 - Units in Grand Forks, North Dakota will be moving to Calvert City, Kentucky between April and June.
 - Units in Marble, North Carolina have been moved to Dalton, Georgia
 - Units in Dalton, Georgia will be staying in Dalton, Georgia
 - Total Units = 3,107 on Order 1, October & November batches
 - **No other changes to existing agreement**

Should you want to discuss expanding your hosting with us, the offer terms below can be considered. I did hear your feedback about the cost of the offer below. The \$750 per unit CAPEX reserves your rack

space for the next four year and there are a variety of different components of the new long term offer. We also have an option to extend out an additional four years. However, I think it is best if we agree or disagree on GEM 1 and GEM 4.

Our restructuring has been hard on many people and I thank you for working through it with me. I look forward to hearing from you and I hope you can get back to me tomorrow.

Jeff

Jeff Pratt

SVP, Growth & Partnerships

Core Scientific, Inc

(425) 309-1790

From: Jeff Pratt
Sent: Thursday, March 2, 2023 10:16 AM
To: John Warren <jw@gemmining.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: RE: [External]Hosting Update - GEM 1 and GEM 4

Will do, thank you

Jeff Pratt

SVP, Growth & Partnerships

Core Scientific, Inc

(425) 309-1790

From: John Warren <jw@gemmining.com>
Sent: Thursday, March 2, 2023 9:38 AM
To: Jeff Pratt <jpratt@corescientific.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: Re: [External]Hosting Update - GEM 1 and GEM 4

How about just text us when you are free and we can try to make it work.

Sent from my iPhone

John S. Warren
CEO
GEM Mining
550 S Main St.
Suite 310
Greenville, SC 29601

Direct: 864.787.2378
jw@gemmining.com

<https://gemmining.com>

On Mar 2, 2023, at 11:33 AM, Jeff Pratt <jpratt@corescientific.com> wrote:

John, any chance for a later slot? I am really booked for the next 2.5 hours with things that won't be able to be moved.

Jeff

Jeff Pratt
SVP, Growth & Partnerships
Core Scientific, Inc
(425) 309-1790

From: Jeff Pratt
Sent: Thursday, March 2, 2023 9:16 AM
To: John Warren <jw@gemmining.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: RE: [External]Hosting Update - GEM 1 and GEM 4

I will give you a call to discuss so that we are on the same page with the next steps.

Thank you.
jeff

Jeff Pratt
SVP, Growth & Partnerships
Core Scientific, Inc

(425) 309-1790

From: John Warren <jw@gemmining.com>
Sent: Thursday, March 2, 2023 8:02 AM
To: Jeff Pratt <jpratt@corescientific.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: Re: [External]Hosting Update - GEM 1 and GEM 4

Jeff,

GEM 1 and GEM 4 are going to decline the month to month hosting option.

Happy to hop on a call to discuss at noon.

Thanks,

John
<image001.png>

John S. Warren

CEO

550 S Main St.
Suite 310
Greenville, SC 29601
Direct: 864.787.2378

jw@gemmining.com
www.gemmining.com

On Mar 2, 2023, at 9:29 AM, Jeff Pratt <jpratt@corescientific.com> wrote:

Good Morning,

Please let me know if you have feedback on our offer. I can have a call after noon today or we can work over email.

I do need to get some feedback to Mike and Todd today based on the things we set in motion after our discussion.

Thanks

Jeff

Jeff Pratt
SVP, Growth & Partnerships
Core Scientific, Inc
(425) 309-1790

From: Jeff Pratt
Sent: Friday, February 24, 2023 1:05 PM
To: John Warren <jw@gemmining.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: RE: [External]Hosting Update - GEM 1 and GEM 4

John,

For more of your planning, what we can offer is payment in kind with miners for the \$750 expansion fee. We can only offer that to about three clients, everyone else will be cash up front so that we can keep expanding Denton.

Keep that in mind as you do your planning.

Jeff

Jeff Pratt
SVP, Growth & Partnerships
Core Scientific, Inc
(425) 309-1790

From: John Warren <jw@gemmining.com>
Sent: Friday, February 24, 2023 12:03 PM
To: Jeff Pratt <jpratt@corescientific.com>
Cc: Joe Poore <joe.poore@gemmining.com>
Subject: Re: [External]Hosting Update - GEM 1 and GEM 4

[EXTERNAL] Use caution when opening attachments or links.

Thanks Jeff. Received
<image001.png>

John S. Warren
CEO

550 S Main St.
Suite 310
Greenville, SC 29601
Direct: 864.787.2378

jw@gemmining.com
www.gemmining.com

On Feb 24, 2023, at 12:46 PM, Jeff Pratt
<jpratt@corescientific.com> wrote:

Good Morning,

As a follow up to our last several discussions, here are
the actions in progress and proposed.

1. GEM 1

1. We are planning to terminate these agreements in court effective March 31, 2023
2. We will offer GEM 1 a new month to month agreement
 1. Effective April 1
 2. Rate 5.95c per KwH
 3. Infra Fee of \$50/unit per month
 4. Units in Grand Forks, North Dakota will be moving to Calvert City, Kentucky.
 5. Units in Marble, North Carolina will be moving to Dalton, Georgia
 6. Units in Dalton, Georgia will be staying in Dalton, Georgia
 7. Total Units = 7,354
 8. New agreement offer will replace units on Order 8, October, November, December and January batches

1. GEM 4

1. We are planning to terminate these agreements in court effective March 31, 2023

2. We will offer GEM 1 a new month to month agreement
 1. Effective April 1
 2. Rate 5.95c per KwH
 3. Infra Fee of \$50/unit per month
 4. Units in Grand Forks, North Dakota will be moving to Calvert City, Kentucky.
 5. Units in Marble, North Carolina will be moving to Dalton, Georgia
 6. Units in Dalton, Georgia will be staying in Dalton, Georgia
 7. Total Units = 3,107
 8. New agreement offer will replace units on Order 1, October & November

We will pursue the court action as per our discussions, we are not able to reach a mutual agreement. I will get the new agreements to you as soon as possible in March. You had asked me to get close to 7.8c realized rate, above we are at 8.1c realized rate. I was not able to get approval of 7.8c.

With regard to new units, we are completely out space to expand hosting operations and construction has been on hold given our restructuring. We are close to resuming expansion and would like to be able to host your 3,000 S19J units and your 1,500 S19 XP Units. Hosting going forward, comes with a different pricing structure. The basic outline is here:

1. Power – 5c per KWH consumed
 1. Power above 5c across of our sites will be passed through to customers penny for penny.
 2. Power below 5c will be rebated to customers at 50% of the savings. 4c power for Core will lead to a reduction of .5c for the client
1. Deployment Fee - \$50 per unit
2. Infrastructure Fee - \$50 per unit per month
3. Rackspace Fee - \$750 per unit, one time charge, paid upfront. We spent Friday trying to get creative as this is a \$3,375,000 upfront charge to get started. I do have approval to try to come up with something custom for you but I

wanted you to do your own modeling and thinking about this before we spend a bunch of time trying to do something that may or may not be interesting to you.

Please let me know when is good for you to have a follow up call to continue these discussions.

Jeff

<image002.png> **Jeff Pratt**
SVP, Growth & Partnerships
Core Scientific, Inc
(425) 309-1790

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